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BellSouth Telecommunications, Inc
333 Commerce Street
Suite 2101
Nashville, TN 37201-3300

guy.hicks@bellsouth.com

T.R.A. DOCKET ROOM

Guy M. Hicks
General Counsel

615 214 6301
Fax 615 214 7406

September 7, 2004

Hon. Deborah Taylor Tate, Director
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37238

Re: Performance Measurement Workshop

Dear Director Tate:

BellSouth received a call from Mr. Reed at the TRA today concerning PowerPoint presentations for the upcoming workshop on SQM/SEEMs. We understand from Mr. Reed that other parties participating in the workshop may have raised questions regarding the presentations and may be unable to submit PowerPoint presentations as originally scheduled today. These discussions seem to have put the workshop schedule, if not the workshop, in jeopardy. We would make our position very clear: BellSouth has prepared for and will be ready to discuss the relevant issues of performance and the implications flowing therefrom, within the allotted times established for the workshop set for next Tuesday.

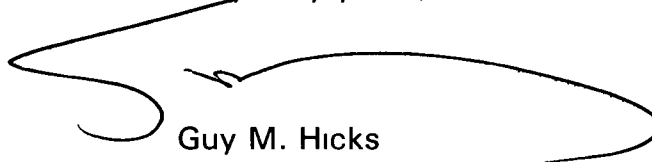
BellSouth has decided that it will make its presentation orally and with handouts, rather than using the PowerPoint application. BellSouth's presentation and written materials will contain no proprietary information. BellSouth will provide written handouts to parties in attendance and will be happy to provide copies to others observing immediately following the workshop or by e-mail in advance. BellSouth believes that this process will provide participants with all the needed materials in order to follow BellSouth's presentation. BellSouth has no objection to a short delay in the filing of any PowerPoint presentation by another participating party until Friday. BellSouth does object, however, to any delay in the date of the workshop itself. BellSouth's employees are traveling to attend and have already made arrangements for this important workshop. Given the numerous ongoing regulatory proceedings in Tennessee and throughout the region, BellSouth is concerned that changing the date will result in undue delay of this process.

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BellSouth has been working to prepare a joint issues list with AT&T to be discussed during the workshop. The parties decided to formulate that list after the Florida workshop, which was held last Thursday, so that all parties would have the benefit of that experience in formulating an organized and complete issues list. On Friday, BellSouth received a proposed list from AT&T, discussed including additional issues, and then learned today that AT&T is now unwilling to agree to any of that working draft issues list. BellSouth will continue to work with AT&T toward an agreed-upon issues list until Friday. If no agreement is reached by Friday, then BellSouth will propose an issues list and file it with the TRA.

As noted above, BellSouth is prepared to proceed with the workshop as scheduled and urges the TRA to proceed as planned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Guy M. Hicks". The signature is stylized with a large, sweeping loop on the left side and a smaller loop on the right side, connected by a horizontal line.

GMH:ch

CERTIFICATE OF SERVICE

I hereby certify that on September 7, 2004, a copy of the foregoing document was served on the following, via the method indicated:

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Henry Walker, Esquire
Boult, Cummings, et al.
414 Union Street, #1600
Nashville, TN 37219-8062
hwalker@boultcummings.com

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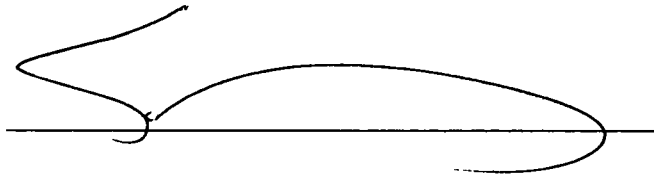
Mark W. Smith, Esquire
Miller & Martin
832 Georgia Ave., #1000
Chattanooga, TN 37402-2289
msmith@millermartin.com

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☐ Facsimile
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☒ Electronic

H LaDon Baltimore, Esquire
Farrar & Bates
211 Seventh Ave N, # 320
Nashville, TN 37219-1823
don.baltimore@farrar-bates.com

☐ Hand
☐ Mail
☐ Facsimile
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☒ Electronic

Carrie Huckleby
Ben Lomand Rural Tel. Co-op.
P. O. Box 670
McMinnville, TN 37111
chuckleby@blomand.net

A handwritten signature in black ink, consisting of a large, stylized loop followed by a horizontal line and a small flourish at the end.